

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response.....16.00



UNIFORM LIMITED OFFERING EXEMPTION check if this is an amendment and name has changed, and indicate change.) Deptford 33 Offering 2004 Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Filing Under (Check box(es) that apply): Type of Filing: New Filing X Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer (check if this is an amendment and name has changed, and indicate change.) Deptford 33, LLC Telephone Number (including Area Code) Address of Executive Offices (Number and Street, City, State, Zip Code) 8550 609-209-0544 20 Melville Road Princeton Junction. Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Brief Description of Business Real Estate Development Services Type of Business Organization X other (please specify): corporation limited partnership, already formed business trust limited partnership, to be formed Limited Liability Company MANC Month Year Actual X Estimated Actual or Estimated Date of Incorporation or Organization: 10 4 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal-Service abbreviation for State; CN for Canada; FN for other foreign jurisdiction) ME GENERAL INSTRUCTIONS Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 770(6) When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed. ATTENTION -Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

filing of a federal notice.

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2. Enter the information requested for the following:	
 Each promoter of the issuer, if the issuer has been organized within the past five years; 	
Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of	f a class of equity securities of the issuer.
 Each executive officer and director of corporate issuers and of corporate general and managing partners of 	partnership issuers; and
 Each general and managing partner of partnership issuers. 	
Check Box(es) that Apply: Promoter K Beneficial Owner Executive Officer Director Princeton Junction Development Partners, LLC	General and/or Managing Partner
Full Name (Last name first, if individual)	
20 Melville Road, Princeton Junction, NJ 08550	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director John Orlowski	General and/or Managing Panner
Full Name (Last name first, if individual) 96 Graystone Lane, Orchard Park, NY 14127	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	,
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
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ull Name (Last name first, if individual)	
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ull Name (Last name first, if individual)	
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1. Has th	E 1250CT 501	d, or abes							-			
2 27/1-4					n Appendix		-			•	_ 25	,500
2. What i	s the minin	num invest	ment that i	WIII DE BCC	epied from	any indivi	dua!?		*************	***************************************	3	
3. Does t	he offering	permit joir	n ownersh	ip of a sin	gle unit?				*****		.Yes □	No X
										directly, any	_	MASC .
commi	ssion or sin	nilar remun	eration for	solicitation	of purchas	sers in conn	ection with	sales of se	curities in	the offering		
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	er or dealer											
Full Name	(Last name	first, if inc	lividual)	····		·						
Business or	Residence	Address (1	Vumber an	d Street, C	ity, State,	Zip Code)						
Name of As	sociatéd B	roker or De	aicr									
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States in W	hich Person	Listed Ha	s Solicited	or Intend	s to Solicit	Purchasers	;					
(Check	"All State	s" or check	individua	l States)	····				······································		☐ Al	Il States
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Full Name (Last name	first if ind	ividual)									
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Business of	Residence	Address (Number an	d Street, C	City, State,	Zip Code)				-		
21 6 4						<u> </u>						
Name of As	Sociated Bi	oker of De	aier									
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Full Name (Last name	iirsi, ii)na	(נבנטם(ייי				•		•			
Business or	Residence	Address ()	Number an	d Street, C	ity, State,	Zip Code)						
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

			,
١.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check	,	
	this box and indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
		_	
	Debt Warrants to Purchase	S	s
•	Equity LLC Membership Units	700,000	s 424 3074
	Common Preferred		
	Convertible Securities (including warrants)	;	\$
	Partnership Interests		
	Other (Specify)		
	Total		
	Answer also in Appendix, Column 3, if filing under ULOE.		*
1	Enter the number of accredited and non-accredited investors who have purchased securities in this		
۷.	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate		
	the number of persons who have purchased securities and the aggregate dollar amount of their		$J_{\tau} \cong \mathfrak{C}$
	purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
+		Number	Dollar Amount
		Investors	of Purchases
	Accredited Investors	11	s 424,074_
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		2 .
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities		
	sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the		
	first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	·	Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		2
	Regulation A		\$
	Rule 504		\$
	Total	<u> </u>	\$
	a. Furnish a statement of all expenses in connection with the issuance and distribution of the		
	securities in this offering. Exclude amounts relating solely to organization expenses of the insurer.		•
	The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	•	
	Transfer Agent's Fees	П	\$ 0
	Printing and Engraving Costs		2 0
			5.000
	Legal Foes		•
	Accounting Fees		\$ 5,000 c 00
	Engineering Fees	_	\$ 0
	Sales Commissions (specify finders' fees separately)		2
	Other Expenses (identify)	X	\$_5,000
	Total		, 15,000

C. OFFERING PRICE, NUM	IBER OF INVESTORS, EXPENSES AND USE OF	PROC	EEDS		
and total expenses furnished in response to Part C -	- Question 4.a. This difference is the "adjusted gross			<u>\$ 68.</u>	5,000
each of the purposes shown. If the amount for a check the box to the left of the estimate. The total of	ny purpose is not known, furnish an estimate and of the payments listed must equal the adjusted gross				
) Dii	Officers, ectors, &		yments to Others
Salaries and fees		<u></u> \$_3	00,000	□ \$_	0
Purchase of real estate		_ □ \$_	0	 [X] \$	180,000
Purchase, rental or leasing and installation of ma	chinery	_		_	
offering that may be used in exchange for the ass	sets or securities of another	□ \$_		\$_	0
Repayment of indebtedness		□ \$	0	□ \$_	0
Working capital		□\$_	0	□ \$_	30,000
Other (specify):		□\$_	0	\$	375,000
		□\$_		□\$_	
Column Totals		□\$_	100,000	\$	585,000
Total Payments Listed (column totals added)			□ ½\$6	85,0	00
	D. FEDERAL SIGNATURE				
ature constitutes an undertaking by the issuer to fu	rnish to the U.S. Securities and Exchange Commis	ssion,	upon writtei		
er (Print or Type)	Signatore	Date			
EPTFORD 33, LLC	Allac	DECI	MBER 5	200.	5
e of Signer (Print or Type)	Title of Signer (Print or Type)		٠		
HRISTIAN NICKERSON	CHIEF EXECUTIVE OFFICER OF M	ANAC	ER		
i a i	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C — proceeds to the issuer." Indicate below the amount of the adjusted gross preach of the purposes shown. If the amount for a check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part C — Purchase of real estate — Purchase, rental or leasing and installation of ma and equipment — Construction or leasing of plant buildings and far Acquisition of other businesses (including the varieties) of the difference between the assistance pursuant to a merger) — Repayment of indebtedness — Working capital — Other (specify): — Column Totals — Column totals added) — Column Totals — Constructed (column totals added) — Column Totals — Column totals added) — Col	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice ature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commit information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of left (Print or Type) EPTFORD 33, LLC Title of Signer (Print or Type)	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Part C — Question 4.	and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Payments to Officers, Directors, & Affiliates Salaries and fees	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Payments to Officers, & Payments to Officers, Directors, & Payments to Officers, & Affiliates \$ 100,000 \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
DEPTFORD 33, LLC		DECEMBER 5, 2005
Name (Print or Type)	Title (Print or Type)	
CHRISTIAN NICKERSON	CHIEF EXECUTIVE OFFICER	OF MANAGER

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	Intend to non-a investor	2 to sell accredited as in State a-ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL							<u> </u>		
AK		-					٠.		
AZ									
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	to non-a	i to sell accredited as in State a-Item 1)	Type of security arid aggregate offering price offered in state (Part C-Item 1)		amount pu	f investor and irchased in State C-Item 2)		under Sta (if yes, explana	ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО									
MT									
NE									
NV				·					
NH									
נא		X	Warrants to P LLC Units	urchase 9	348,574	6 0	· 0		x
NM									
NY									
NC.									
ND					·				
ОН									
OK									
OR									
PΑ		X	Warrants to LLC Units	Purchase 1	\$25,500	0	0		X
RI				 				<u></u>	
SC					,				
SD								<u> </u>	
TN									
TX									
UT									<u> </u>
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VA					·.				
WA									
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)	2 3 Type of security and aggregate offering price investors in State (Part B-ltem 1) Type of security and aggregate offering price offering price offered in state (Part C-ltem 1)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									